

**BOARD OF SUPERVISORS
BOARD BUSINESS MEETING
ACTION ITEM**

SUBJECT: ZMAP-2012-0022, Lexington 7
ZMAP-2012-0024, Lexington 7 – PD-RDP Portion

ELECTION DISTRICT(S): Algonkian

CRITICAL ACTION DATE: Extended to April 2, 2014

STAFF CONTACTS: Marchant Schneider, Project Manager, Dept. of Planning
Julie Pastor, AICP, Director, Dept. of Planning

PURPOSE: ZMAP 2012-0022 proposes to rezone 35 acres of the 76 acre Potomac Farms Business Park (now known as Lexington 7) from the PD-OP (Planned Development – Office Park) zoning district to the R-8 (Single Family Residential) zoning district in order to develop up to 240 townhomes at a density of 6.9 dwelling units per acre. ZMAP 2012-0024 also proposes to rezone 0.62 acres of the subject property within a shared access easement to Selden Island from the PD-OP zoning district to the PD-RDP (Planned Development – Research and Development Park) zoning district. Zoning Ordinance Modifications (ZMODs) of the R-8 and PD-RDP standards are also requested in order to reduce the minimum residential building setback from Lexington Drive and reduce the minimum acreage for incremental additions to the previously mapped PD-RDP district associated with the adjacent Howard Hughes Medical Institute.

RECOMMENDATIONS:

Planning Commission: At its January 8, 2014 work session, the Planning Commission voted (5-4, Dunn, Ryan, Ruedisueli, Scheel opposed) to forward the applications to the Board of Supervisors (Board) with a recommendation of **approval** based on the attached Findings for Approval (Attachment 2).

Staff: Staff recommends **denial** of the proposal to convert commercial land to residential use. The County's Comprehensive Plan, along with the Capital Needs Assessment and the County's investment in transportation infrastructure anticipate the subject property developing as a mix of employment and retail / support uses without residential use in order to expand the County's tax base and maintain a fiscal balance of residential and non-residential uses countywide. The County's budgetary plans have neither anticipated nor programmed additional school capacity and public facilities necessary to serve the additional population growth proposed by the application. The County's policy objectives are better served by the current PD-OP zoning.

BACKGROUND: The subject site is located north of Lexington Drive between Howard Hughes Medical Institute (HHMI) and the Potomac Farms subdivision within the Ashburn community of the Suburban Policy Area (Attachment 3). Planned Keynote Employment uses for the area envision premier office and research and development centers exclusive of residential development and supported by ancillary retail and personal services for employees.

The Board held a public hearing on March 12, 2014. Five speakers addressed the Board opposing the applications noting, among other concerns, conversion of commercial land, increased fiscal impact, inadequate school capacity and minimal screening of development adjacent to the Potomac Farms subdivision. Board members discussed options to construct the Riverside Parkway / Lexington Drive extension east of Janelia Farms Boulevard in-lieu of proffered construction of the same extension by the Applicant. The Board directed Staff to identify issues related to the County's assumption of the design and construction responsibility for the road segment. Board members also discussed limited public services and school capacity to support the proposed residential development. Following its discussion, the Board voted 7-0-1-1 (Supervisor Higgins absent; Supervisor Volpe recused) to forward the applications to the April 2, 2014 Board of Supervisors Business Meeting for action.

UPDATES:

Riverside Parkway / Lexington Drive Extension at Janelia Farms. The Board was provided the information requested at the March 12 public hearing regarding this road segment. During its March 20, 2014 budget work session, the Board took a straw vote that allocated \$3,750,000 from the FY 2013 Fund Balance for the design and construction of Riverside Parkway / Lexington Drive (known as missing link #9 in the Eastern Loudoun County Transportation Study). The Board also directed Staff to prepare a budget adjustment for appropriation of the necessary funds into the FY 2014 capital improvement program budget in order to accelerate completion of the project. The Board is scheduled to officially adopt the FY 2015 Fiscal Plan on April 2, 2014.

Proffer Amendments. Revised proffer statements have been submitted by the Applicant for each ZMAP request (Attachments 5 and 6) along with a project update memorandum (Attachment 4). The revisions are in response to County Attorney and Staff recommendations. Other revisions to the ZMAP 2012-0022 proffers include:

- a. Proffer IV.A: The opening of Riverside Parkway between Lexington Drive and Janelia Farm Boulevard has been moved up to the 10th residential occupancy permit from the 75th occupancy permit. *The revision addresses Outstanding Issue 3, Transportation, identified in the March 12, 2014 Public Hearing Staff Report.*
- b. Proffer IX.F: A one-time cash contribution for open space and recreation needs within the County has been increased from \$17,500 to \$331,436. *The revision addresses Outstanding Issue 5.b. Site Development, identified in the March 12, 2014 Public Hearing Staff Report.*

- c. Proffer XII.A: The completion of a public sewer line extension to lots along the western boundary of Potomac Farms has been moved up to the 200th zoning permit from the 240th zoning permit.
- d. Proffer XII.B: A Potomac Farms Utility Improvement Fund totaling \$4,000,000 has been added to the proffer statement. The amount is to be paid in increments of \$16,667 per residential zoning permit and to be used by the Board for any public central water supply or central sanitary sewer system improvement within the Potomac Farms subdivision, inclusive of individual hook-up / tap fees.
- e. Proffer XIII: Cash contributions of \$200,000.00 to the Steuart W. Weller Elementary School Parent Teacher Organization; \$300,000.00 to the Belmont Ridge Middle School Parent Teacher Organization; and \$500,000.000 to the Broad Run High School Parent, Teacher, Student Organization have been added to the proffer statement. The contributions are to be paid prior to the approval of the first residential zoning permit and to be used at the discretion of each entity for classroom and technology resource materials, school enrichment and beautification projects, athletic and playground enhancements, and other related improvements.

The County Attorney's office has reviewed the attached proffer statements as to form. Should the Board support the applications, additional revisions to the ZMAP 2012-0022 Proffer Statement are recommended.

ISSUES: Introduction of residential development on the subject property is inconsistent with the intent and economic strategy for the planned Keynote Employment areas along the County's major transportation corridors. The existing PD-OP zoning designation would allow the development of office and other commercial uses consistent with the adopted Comprehensive Plan. The existing zoning designation and the currently permitted commercial uses implement the County's economic policies and provide for a fiscally balanced development. As such, the existing PD-OP zoning district should be retained.

ALTERNATIVES: The Board may approve the applications, deny the applications, or send the applications to Committee for further review. *A timeline extension from the Applicant will be necessary if the Board decides to continue discussions regarding the applications.*

FISCAL IMPACT: The County's economic growth relies on maintaining a long term perspective to achieving the county's fiscal goals rather than conceding to short term market conditions or ownership circumstances. The proposed rezoning to an R-8 designation would alter the balance of residential and employment uses that is the basis for the County's fiscal and capital planning in this area. Approval of this rezoning would permanently eliminate the commercial development potential and employment opportunities anticipated on the property and would reduce the tax base associated with commercial zoning and/or development.

The cost of providing public services to residential development typically exceeds real estate tax revenues. The Applicant is providing a capital facilities contribution consistent with County

policy (\$8,652,240.00); however, revenues required to pay the capital and operational costs for the full range of public services to support the additional population growth generated by the application have not been projected into the County's budgetary plans. Such costs are estimated by the Applicant to be \$61,025,000¹ over the next 20 years (versus \$3,680,000 for planned employment uses over the same period). The Applicant has also proposed that the Board have the option of spending \$4,000,000 of the proffered capital facilities funds to construct Riverside Parkway between Lexington Drive and Loudoun County Parkway. Acknowledging that both transportation and public facility issues are important, Staff does not support spending capital facilities funds for transportation improvements, particularly when the capital costs are associated with unanticipated residential development. As noted above, the Board has identified alternative means to address its transportation priorities that do not require use of proffered transportation improvements in exchange for additional residential units.

DRAFT MOTIONS:

1. I move that the Board of Supervisors **deny** ZMAP-2012-0022, Lexington 7 and ZMAP-2012-0024, Lexington 7 – PD-RDP Portion, based on the attached Findings for Denial (Attachment 1 of the April 2, 2014 Action Item).

OR

2. I move that the Board of Supervisors forward ZMAP-2012-0022, Lexington 7 and ZMAP-2012-0024, Lexington 7 – PD-RDP Portion, to the **Transportation Land Use Committee** for further review. *An extension of the decision deadline will be required from the Applicant.*

OR

3. I move that the Board of Supervisors **approve** ZMAP-2012-0022, Lexington 7, subject to the Proffer Statement dated March 25, 2014, and ZMAP-2012-0024, Lexington 7 – PD-RDP Portion, subject to the Proffer Statement dated March 24, 2014, based on the Planning Commission Findings for Approval (Attachment 2 of the April 2, 2014 Action Item).

OR

4. I move an alternate motion.

ATTACHMENTS:

1. Findings for Denial
2. Planning Commission Findings for Approval
3. Vicinity Map
4. Applicant Memorandum dated March 26, 2014 RE: Lexington 7 Project Update
5. ZMAP 2012-0022 Proffer Statement dated March 25, 2014
6. ZMAP 2012-0024 Proffer Statement (PD-RDP Portion) dated March 24, 2014

¹ Figure 1, Fiscal Impact Analysis of the Planned Lexington 7 Development, January 2, 2014

FINDINGS FOR DENIAL

ZMAP-2012-0022, LEXINGTON 7

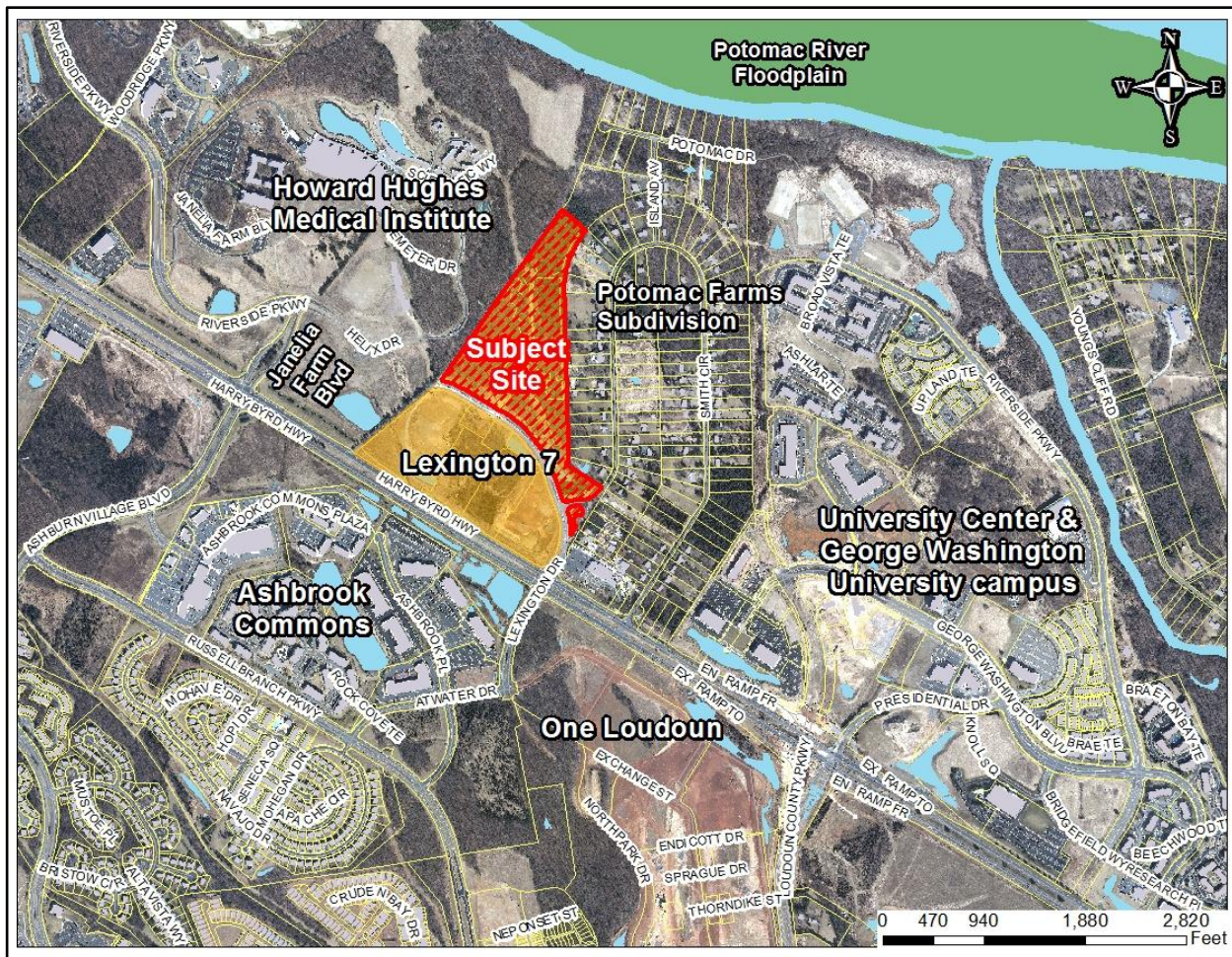
1. The proposed R-8 Single Family Residential zoning district is inconsistent with the County's adopted comprehensive plan. The Revised General Plan (RGP) designates this property for use and development under the Keynote Employment Center policies. Keynote Employment Centers are to be 100-percent premier office or research-and-development centers supported by ancillary retail and personal services for employees. They do not include a residential component. The current Planned Development – Office Park (PD-OP) zoning designation better implements RGP policies for Keynote Employment Centers.
2. The reduction of approved commercial development proposed with this application does not preserve commercial land for employment uses and business growth as called for in the RGP.
3. The County's capital improvements plan, budget, and land use plan have neither anticipated nor programmed additional school capacity and other public facilities necessary to serve the additional population growth that would be generated by converting this commercial property to residential development under the R-8 zoning district. County revenues required to pay the capital and operational costs for the full range of public services necessary to support unanticipated residential development have not been identified.
4. The proposed rezoning would have negative fiscal impacts due to the conversion of commercially zoned land to a single-use residential zoning district.
5. The Applicant's proffered capital facilities contribution fails to mitigate the capital impacts of the proposed residential rezoning.
6. The proposed zoning modification of the R-8 zoning district regulations to reduce the minimum building setback from a major collector road does not meet the purpose and requirements of the zoning district as described in the Revised 1993 Zoning Ordinance. The proposed modification will not achieve an innovative design, improve upon the existing regulation, or otherwise exceed the public purpose of the existing regulation.
7. The existing PD-OP zoning district allows a reasonable use of the property. The Applicant has stated approximately 386,000 square feet of commercial uses can be achieved on the portion of the property that is the subject of this rezoning application.
8. The proposed R-8 zoning district is incompatible with the current and proposed uses on adjacent properties.

PLANNING COMMISSION FINDINGS FOR APPROVAL

ZMAP-2012-0022, LEXINGTON 7 ZMAP-2012-0024, LEXINGTON 7 – PD-RDP PORTION

1. The proposed rezoning implements Revised General Plan policies which encourage systematic growth in targeted areas to enable the County to provide adequate and cost-efficient public services and using legislative applications, such as rezonings, as a way to address critical public needs and infrastructure policies.
2. The proposed rezoning provides additional buffering and an appropriate transition between lower-density residential development to the east in Potomac Farms, institutional uses to the west at Howard Hughes Medical Institute, and Keynote Employment uses at Lexington 7 to the south.
3. By clustering lots, the Applicant has been able to preserve 49 percent of the application property as permanent open space.
4. The proposed rezoning will provide a variety of home sizes that will appeal to a large cross-section of Loudoun residents.
5. The proposed rezoning will help achieve many of the goals of the Countywide Transportation Plan, including furthering the goal of Route 7 becoming a limited access roadway, the contribution of approximately \$2.4 million to fund the extension of Riverside Parkway to the west, \$150,000.00 for transit services, and construction of a traffic signal at the entrance to the entrance to the project.

VICINITY MAP



Directions – From Leesburg, take Route 7 east toward Lansdowne. Lexington Drive is the first intersection east of the Ashburn Village Boulevard / Janeila Farm Boulevard intersection. Turn left onto northbound Lexington Drive. The subject property is north of Lexington Drive and northwest of the Smith Circle / Lexington Drive intersection.



WALSH COLUCCI
LUBELEY & WALSH PC

MEMORANDUM

Via Email Only

TO: Mr. Marchant Schneider, Project Planner
Loudoun County Department of Planning

FROM: Andrew A. Painter
Walsh, Colucci, Lubeley & Walsh, P.C.

DATE: March 26, 2014

RE: ZMAP 2012-0022 & ZMAP 2012-0024 ("Lexington 7") Project Update

I wanted to provide the following update of substantive changes made to the application since the March 12, 2013 Board of Supervisors public hearing.

These aggressive changes, which result in more than \$17.2 million in proffered commitments (or approximately \$6.6 million more than what the county guidelines call for with a project of this size), make the underlying economics, inclusive of the primary property taxes and secondary sales taxes generated by this project, **overwhelmingly fiscally positive from a long term economic value proposition**. Our changes include the following:

- 1) **Increased Schools Funding:** Pulte is now proffering a new \$1 million cash contribution to Ashburn area schools, with a \$200,000 contribution to the Steuart Weller ES PTO, a \$300,000 contribution to the Belmont Ridge MS PTO, and a \$500,000 contribution to the Broad Run HS PTSO. This additional funding results in a total of \$5,652,240 (or \$47,900 per child generated) for school funding all together, which is \$1,171,393 above the typically requested amount for schools.
- 2) **New Potomac Farms Utility Improvement Fund:** Pulte will establish a \$4 million dollar utility improvement fund to be used by the Board of Supervisors for public water and/or sewer improvements solely within Potomac Farms.
- 3) **Up-Front Riverside Parkway Construction:** Pulte has revised its proffers to commit to constructing Riverside Parkway across the Howard Hughes Medical Institute property before any new residents move in. Our CPAPs are 100 percent complete and approved, and we can build this segment of road much faster, and at a lower cost, than anyone.

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ATTORNEYS AT LAW

- 4) **Up-Front Riverside Parkway Contribution:** The Applicant has revised the proffers to provide \$4 million of its capital facilities contribution up-front. Doing so represents a substantial cash flow advantage to the County and provides extraordinary flexibility to direct transportation dollars to a critical improvement where state and local funds may not soon be available. Moreover, Pulte has increased its capital facilities contribution by \$171,393.60 so that, once this \$4 million up-front payment is made, the schools funding portion of Pulte's capital facilities contribution remains fully met.
- 5) **Riverside Parkway Right-of-Way:** Pulte has reserved right-of-way on the Lexington 7 property for the future extension of Riverside Drive through the Potomac Farms community.
- 6) **Sewer Line Adjacent to Potomac Farms:** Pulte has committed to the installation of a sewer line along the eastern boundary of the Lexington 7 property in an existing Loudoun Water easement. Per a Board suggestion, this sewer line shall be constructed prior to the approval of the zoning permit for the 200th residential dwelling unit on the Property. This would help serve those residents immediately adjacent to our property. This is a separate commitment from Pulte's \$4 million Potomac Farms utility improvement fund.
- 7) **Increased Open Space Contribution Amount:** Pulte has increased its open space preservation contribution from \$17,500 to \$331,436. This, we believe, is the first of recent rezoning applications to meet staff's recommended funding amount on this policy recommendation.
- 8) **Revised Staff Report Table 2:** Below is our suggested revision to Table 2 of the Staff Report:

Capital Facilities:	\$8,652,240.00 (<i>\$4 million up-front</i>)
Unmet Housing Needs:	\$450,000.00
Regional Road Improvements:	\$2,400,000.00
Transit:	\$150,000.00
Fire & Rescue:	\$28,800.00
Open Space Preservation Program:	\$331,436.00
Potomac Farms Sewer:	\$200,000.00
Potomac Farms Utility Fund:	\$4,000,000.00
LCPS PTA Funding:	\$1,000,000.00
<hr/>	
Total Proffered Commitments:	\$17,212,476.00 (<i>previously \$11,698,540.00</i>)

Though our additional cash proffer commitments are certainly substantial, the quality of the proffered commitments—that is, how this money is being used, how agreements have been drafted, and the purpose behind these commitments—warrants serious review by the Board.

PROFFER STATEMENT

LEXINGTON 7

ZMAP 2012-0022

July 16, 2013
October 22, 2013
November 19, 2013
December 18, 2013
February 18, 2014
March 25, 2014

Meladon Park, LLC and Lexington 7 Office Park Owners Association, Inc. (jointly, the "Owner"), the owners of the property identified as all or portions of Loudoun County PIN ##056-18-4210 (Tax Map #/62/G/3////4/), 056-18-3423 (Tax Map #/62/G/3////5/), 056-18-2035 (Tax Map #/62/G/3////3/), 056-18-0246 (Tax Map #/62/G/3////2/), 056-18-5313 (Tax Map #/62/G/3////1A), 056-18-4234 (Tax Map #/62/G/3////1B), 056-18-4472 (Tax Map #/62/G/3////D/), 056-28-2536 (Tax Map #/62/G/3////C/) and 056-18-7581 (Tax Map #/62/G/3////E/), excluding the portions labeled as "Parcel X" on the Concept Development Plan identified in Proffer I.A, (jointly, the "Property"), more fully depicted on the CDP identified in Proffer I.A, below, on behalf of themselves and their successors in interest, hereby voluntarily proffer, pursuant to Va. Code Ann. § 15.2-2303 and § 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance"), that in the event the Property is rezoned by the Loudoun County Board of Supervisors (the "County") from the Planned Development-Office Park ("PD-OP") zoning district to the R-8 Single Family Residential ("R-8") zoning district under the Zoning Ordinance as shown on the Concept Development Plan identified in Proffer I.A below, the development of the Property will be in substantial conformance with the following conditions ("Proffers"). These Proffers replace and supersede any previous proffers approved and applicable to the Property, including the proffers of ZMAP 86-33 Potomac Farms Business Park.

All references in these Proffers to subdivision, subdivision plat, or record plat shall be deemed to include condominium or condominium plat or any other document or mechanism that legally divides the Property into separately transferable units of ownership. Any obligation imposed herein that must be performed prior to, in conjunction with, or concurrently with first or other subdivision or record plat approval shall be deemed to be required to be performed prior to the recordation of any such condominium declaration or plat or other similar document that would have the legal effect of dividing the Property into separately transferable units of ownership.

I. CONCEPT DEVELOPMENT PLAN & DEVELOPMENT SCOPE

- A. Concept Development Plan. The development of the Property shall be in substantial conformance with Sheets 1, 3, 4, 5, and 7 (together comprising and herein referred to as the "Concept Development Plan" (the "CDP")) of the plan set titled "Lexington 7 Zoning Map Amendment," dated December 27, 2012, revised through March 24, 2014, prepared by Paciulli, Simmons & Associates

(the "Plans"). Minor adjustments to the locations of the proposed uses, facilities, and improvements shown on the CDP shall be permitted as reasonably necessary to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, other final engineering considerations, and to accommodate the recommendations of archaeological studies, provided that any such minor adjustments shall be in accordance with § 6-1209 of the Zoning Ordinance.

- B. Development Scope. The development of the Property may include a maximum of 240 single-family attached residential dwelling units, inclusive of any required Affordable Dwelling Units ("ADUs"), as well as related community facilities and amenities as shown on the CDP or described in these Proffers.
- C. Active Recreation Areas: The Owner shall provide a minimum of two active recreation areas on the Property comprising approximately 45,000 square feet, as depicted on Sheet 3 of the CDP. Said active recreation areas shall be owned and maintained by the HOA established pursuant to Proffer II.A. The installation of said active recreation areas and the facilities and amenities to be constructed or placed within said areas shall be bonded or constructed prior to the approval of the zoning permit for the first residential dwelling unit on the Property.
- D. Water & Sewer. The Property will be developed using public central water supply and central sanitary sewer systems, with such facilities extended and provided to the Property at no cost to the County or to the Loudoun County Sanitation Authority ("Loudoun Water") and in accordance with Loudoun Water standards. The Owner shall acquire any offsite easements, if needed, to extend public water and/or sanitary sewer lines to the Property and shall dedicate such easements to Loudoun Water at no cost to the County or to Loudoun Water.

II. HOMEOWNERS ASSOCIATION

- A. Homeowners Association, Generally. All residential property owners in the Property shall be members of a homeowners association ("HOA"), established to own and maintain common property and facilities and provide standards for the landscaping and use of privately-owned land and structures within the Property. Concurrently with the submission of the first record plat or site plan, whichever is first in time, for any portion of the Property, documents for the establishment of the HOA ("HOA Documents") shall be submitted to the County for review and approval. The HOA shall be established and the associated Declaration of Covenants recorded in the Land Records of Loudoun County (the "Land Records") prior to the approval of the first record plat or site plan, whichever is first in time, for any portion of the Property.
- B. Release of Lexington 7 Office Park Owners Association Parcels. The Owner shall, prior to the approval of HOA documents by the County as required by

Proffer II.A, request and receive any necessary consent from Loudoun County to withdraw any portion of the Property encumbered by the "Declaration for Lexington 7 Office Park" recorded in the Land Records of Loudoun County ("Land Records") as Instrument Number 20080306-0012718, from the full force and effect of said declaration.

- C. General Responsibilities. In addition to any other responsibilities set forth elsewhere in these Proffers, the HOA shall own and maintain all common areas, Tree Conservation Areas, as identified below, open space, and active recreation areas on the Property, as well as provide for trash removal, snow removal, and recycling services on all private streets. The HOA shall also be responsible for the maintenance of all common recreational facilities, all stormwater management facilities not maintained by the County, all private streets and street lights internal to the Property, and all pedestrian and bicycle connections as noted in Proffer VI on the Property located outside of public road right-of-way and not otherwise maintained by the County or the Virginia Department of Transportation ("VDOT").
- D. Garage Restriction: The conversion of any garage space within any residential building to any use other than the storage of vehicles shall be prohibited. The Declaration of Covenants ("Covenants") governing development on the Property and required pursuant to Proffer II.A. shall include a provision prohibiting any garage space from being converted to habitable and/or living space or from being used principally for any use other than the storage of vehicles.

III. RIVERSIDE PARKWAY CONTRIBUTION

The Owner shall, prior to the approval of the first record plat or site plan, whichever is first in time, for any portion of the Property, provide a one-time cash contribution to the County in the amount of \$4,000,000.00 ("Riverside Parkway Contribution") with such funds to be designated for construction of, and/or right-of-way acquisition for, an extension of Riverside Parkway/Lexington Drive between the current Lexington Drive right-of-way on the Property and the intersection of Loudoun County Parkway and George Washington Boulevard. At the election of the County, said Riverside Parkway Contribution, or any portion thereof, may, in the alternative, be used at the County's discretion for any capital facility improvements or regional road or transportation improvements within the Ashburn Planning Subarea of the County. The Owner shall receive credit for said Riverside Parkway Contribution against the Owner's Capital Facilities Contribution pursuant to Proffer VII.

IV. TRANSPORTATION

- A. Riverside Parkway/Lexington Drive Off-Site Construction. As depicted on Sheet 4 of the CDP and in conformance with currently approved CPAP 2010-0080, and subject to County and VDOT approval, the Owner shall construct four lanes of

the "Lexington Drive Extension" connecting the western terminus of Lexington Drive on the Property and Riverside Parkway's eastern terminus east of Janelia Farm Boulevard upon and across property currently owned by Howard Hughes Medical Institute ("HHMI"), more particularly identified as Loudoun County PIN #056-36-7444 (the "HHMI Property"). The right-of-way for the Lexington Drive Extension shall be dedicated to the County, and the road improvements shall be bonded or constructed, prior to approval of the first record plat or site plan for the Property, whichever is first in time, all at no public cost, and said roadway shall be open to traffic (but not necessarily accepted for maintenance by VDOT), prior to the approval of the occupancy permit for the 10th residential dwelling unit on the Property. In the event the Lexington Drive Extension is constructed by others, the Owner shall make a cash-in-lieu regional road fund contribution to the County in an amount equivalent to the cost of construction of said improvements based upon all project construction costs to include engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction actually expended as certified by the contractor and engineer and documented by invoices for project expenses, if available, or in the amount of the County-approved Bond Estimate for such construction, as verified by the County, not to exceed \$2,100,000.00. Such contribution shall be paid to the County prior to the approval of the zoning permit for the 75th residential dwelling unit on the Property.

Completion of this Proffer IV.A shall satisfy the conditions associated with Proffer 7 and the phasing plan described in Proffer 10 accepted by the County in conjunction with the approval of ZMAP 86-33.

- B. Riverside Parkway/Lexington Drive Traffic Signal. The Owner shall prepare and submit to VDOT a traffic signal warrant analysis prior to approval of the zoning permit for the 175th residential dwelling unit on the Property for a traffic signal at the intersection of Riverside Parkway/Lexington Drive and the main entrance into the Property as so labeled and depicted on Sheet 4 of the CDP. If such traffic signal warrant analysis demonstrates that a traffic signal is warranted and is approved by VDOT, the Owner shall forthwith and diligently pursue construction and installation of said traffic signal, including a pedestrian crossing signal in such location. In the event the traffic signal warrant analysis demonstrates that a traffic signal is not warranted or is otherwise not approved by VDOT, or said traffic signal is constructed/installed by others, the Owner shall make a cash-in-lieu regional road fund contribution in the amount of \$300,000.00. Said signal shall be installed and operational, or said cash-in-lieu payment shall be paid to County, as applicable, prior to the approval of the zoning permit for the 200th residential dwelling unit on the Property.
- C. Transit Contribution. The Owner shall, prior to the approval of the zoning permit for each residential dwelling unit on the Property, make a one-time cash transit contribution in the amount of \$625.00 per residential dwelling unit. Said contributions shall be payable to the County and deposited in a Transit/Rideshare

Trust Fund or otherwise used by the County to support transit services as described in the 2010 Countywide Transportation Plan (the "CTP").

- D. Riverside Parkway/Lexington Drive Right-of-Way Reservation. As depicted on Sheets 3, 4, 5, and 7 of the CDP, the Owner shall reserve those areas hatched and identified as "Riverside Parkway Reservation" to accommodate construction of Riverside Parkway/Lexington Drive. Said reservation shall be established and granted to the County and recorded prior to or in conjunction with the approval of the first record plat or site plan for the Property, whichever is first in time, by deed in form approved by the County Attorney. Upon written request from the County, said reservation areas shall be dedicated to the County or VDOT, as appropriate, at no public cost. Any portion of the Riverside Parkway Reservation dedicated to the County or VDOT, as appropriate, shall supercede the open space conditions associated with Proffer 3 accepted by the County in conjunction with the approval of ZMAP 86-33.

V. HHMI BOUNDARY LINE ADJUSTMENT

The Owner shall grant and convey to HHMI approximately 0.62 acres of land depicted as "Parcel X" on the CDP. The Owner shall prepare and submit at its sole cost a draft Boundary Line Adjustment ("BLA") deed and plat effectuating said conveyance for review and approval to Loudoun County, and recordation of the BLA deed and plat shall occur prior to approval of any Construction Plans and Profiles ("CPAPs") or site plan for any portion of the Property. Parcel X shall not be subject to these Proffers but instead shall be conveyed to HHMI subject to a separate proffer statement anticipated to be approved with ZMAP 2013-0024.

VI. PEDESTRIAN & BICYCLE FACILITIES

The Owner shall construct a network of public pedestrian and bicycle facilities and connections on the Property as depicted on the CDP, and as further specified within this Proffer VI. Except as provided in Proffer VI.A, construction of these facilities and connections shall be performed in conjunction with the development of the adjacent lots, streets, and infrastructure as depicted on each applicable CPAP or site plan application submitted for the Property. All pedestrian facilities shall be located either completely within a public right-of-way or completely outside of the public right-of-way within a public access easement, provided that transitions between the public and private rights-of-way may be necessary at road crossings and other areas. Any pedestrian facilities located outside of the public right-of-way shall be maintained by the HOA to be established pursuant to Proffer II. In the event such pedestrian facilities are to be constructed within a public access easement, said easement shall be dedicated to the County at no public cost prior to, or in conjunction with, approval of the applicable site plan or the approval of the record plat based upon the applicable CPAP application for the Property, except as provided in Proffer VI.A. All pedestrian facilities shall be constructed in accordance with VDOT or Loudoun County Facilities Standards Manual

("FSM") standards, unless modified or waived by VDOT or the County, as applicable. For the purposes of this Proffer VI, the term "construct" is intended to mean bonded or constructed, and "bonded" means bonded as part of the CPAPs or site plan upon which such pedestrian facilities are depicted.

- A. Riverside Parkway/Lexington Drive Shared Use Path. As depicted on Sheet 4 of the CDP as "10' Shared Use Path" and subject to the approval of a modification/revision to the currently approved CPAP 2010-0080 or through a separate CPAP application, and subject to County and VDOT approval, the Owner shall construct, at no public cost, a 10-foot wide shared use asphalt path for public use (i) along the north side of Lexington Drive on the Property and (ii) connecting from the western terminus of Lexington Drive on the Property to Riverside Parkway's eastern terminus east of Janelia Farm Boulevard upon and across property owned by Howard Hughes Medical Institute ("HHMI"), as depicted on Sheet 4. Said path shall be bonded or constructed prior to approval of the first record plat or site plan for the Property, whichever is first in time, and shall be open to public use prior to the approval of the occupancy permit for the 10th residential dwelling unit on the Property..
- B. Sidewalks. Those facilities depicted as "Sidewalks" on Sheet 4 shall be constructed uniformly throughout the Project of concrete or other similar material and shall be a minimum width of five feet.
- C. Tot Lot Trail. The Owner shall construct a five-foot wide trail, constructed uniformly of asphalt, concrete, gravel or similar aggregate materials (e.g., recycled materials) or natural surface materials, within Active Recreation Area #1 near the tot lot as depicted on Sheet 4.
- D. Other Private Pedestrian Connections. The Owner or the HOA shall be entitled to construct any number of additional private pedestrian connections internal to the Property in conformance with the Zoning Ordinance and the FSM. Construction of these private pedestrian Connections may be done in conjunction with the development of the adjacent neighborhoods and the construction of the adjacent streets and infrastructure. All Private Pedestrian Connections shall be located outside the Critical Root Zone ("CRZ") of any specimen tree(s) identified on the CDP and/or otherwise required to be preserved pursuant to Proffer IX.A. All private pedestrian connections shall be maintained by the HOA, to be established pursuant to Proffer II.

VII. CAPITAL FACILITIES CONTRIBUTION

In addition to the capital facilities cash contribution described in Proffer III, prior to the approval of the zoning permit for each residential dwelling unit on the Property, the Owner shall make an additional capital facilities contribution to the County in the amount of \$19,384,30, which could result in a total capital facilities cash contribution of up to

\$8,652,240.00. Said capital facilities contribution funds may be used at the County's discretion in the Ashburn Community as designated in the Revised General Plan.

VIII. AFFORDABLE DWELLING UNITS & UNMET HOUSING NEEDS

- A. Affordable Dwelling Units ("ADUs"). ADUs, as required by the Zoning Ordinance, shall be noted on applicable record plats or site plans. In accordance with Article 7 of the Zoning Ordinance and Chapter 1450 of the Codified Ordinances of Loudoun County, the Owner shall provide not less than twelve and one half percent (12.5%) of the total number of dwelling units approved pursuant to this ZMAP 2012-0022 as affordable dwelling units for which the rental and/or sales price will be controlled pursuant to Article 7 of the Zoning Ordinance for single family attached dwelling units.
- B. Unmet Housing Needs. The Owner shall, prior to the approval of the zoning permit for each market rate (non-ADU) residential dwelling unit on the Property, make an Unmet Housing Needs contribution to the County in the amount of \$1,875.00 per market rate residential unit. Such funds shall be used for such purposes as, without limitation, facilitating the creation of rental housing units or providing purchasing assistance for qualified applicants in Loudoun County with a household income of between 0% and 100% of the Washington Metropolitan Statistical Area median income ("AMI") as published by the U.S. Department of Housing and Urban Development. Said contributions shall be placed by the County in an account for affordable housing to serve households with incomes between 0% and 100% of the AMI at the discretion of the Board of Supervisors and shall not be required to be deposited in the County of Loudoun Housing Trust.

IX. ENVIRONMENTAL

- A. Specimen Tree Protection.
 - 1. Generally. The Owner shall engage a certified arborist or landscape architect to prepare a tree preservation plan for the specimen tree identified as "31" Red Oak (Save)" on Sheet 3 of the CDP and any other such specimen trees located within any area designated as a "Tree Conservation Area or "Tree Save Area." Said tree preservation plan shall be provided to the County for review and approval prior to approval of the first record plat, CPAPs, or site plan for the property, whichever is first in time. Said tree preservation plan shall provide for (i) placing of fencing outside the CRZ of each healthy specimen tree to be saved as designated on the CDP or otherwise designated in the tree preservation plan and (ii) avoiding construction activities within each CRZ to the greatest extent possible. Construction plans for all permitted improvements shall clearly define the limits of clearing, and all such areas shall be clearly marked in

the field. For the purposes of these Proffers, “specimen tree” is defined as any tree that is thirty inches (30”) diameter at breast height (“dbh”) or larger.

2. Damaged Trees. In the event any specimen tree designated for preservation pursuant to Proffer IX.A.1 is damaged due to construction activities and needs to be removed (as determined by the Owner’s certified arborist or landscape architect in consultation with the County Urban Forester), then the Owner shall remove and replace such tree with five native, non-invasive deciduous trees measuring a minimum of 2½- to 3-inches dbh in caliper. The placement of the replacement trees shall be in the same general area of each such specimen tree removed, in a designated Tree Conservation Area as depicted on the CDP, or in another area determined in consultation between the Owner and the County Urban Forester. The Owner reserves the right to remove, in consultation with the County Urban Forester, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction of trails outside of the CRZ, the proper functioning and/or use of any required utility or drainage easement, or creates a danger to property or persons.

B. Tree Conservation Areas.

1. Establishment of Tree Conservation Areas. The Owner shall establish Tree Conservation areas in the locations shown on Sheet 5 of the CDP as “Tree Conservation Area” and “Tree Save Area.” Said Tree Conservation Areas shall be owned by the HOA established pursuant to Proffer II.A. Clearing in these areas shall be permitted only as reasonably necessary, and only outside of the CRZ for each specimen tree, for the construction of utility crossings, wetland mitigation, stormwater management facilities, BMPs, LIDs, and trail crossings that are required pursuant to the Proffers and/or shown on any approved CPAPs as lying within such Tree Conservation Areas and for the construction of utilities necessary for development of the Property, and any such clearing shall be limited to the minimum area required for said construction. The final delineation of the Tree Conservation Areas shall be delineated on the approved CPAPs or site plan for each section of the Property.
2. Tree Preservation. Notwithstanding the provisions herein regarding permitted uses within the Tree Conservation Areas (including Tree Save Areas), a minimum of 80 percent of the canopy within the cumulative Tree Conservation Areas and Tree Save Areas, will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the 80 percent canopy threshold cannot be achieved within the designated Tree Conservation Areas and Tree Save Areas, such lost canopy will be

recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County Urban Forester. Construction plans shall clearly define the limits of the Tree Conservation Areas and Tree Save Areas and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Areas and Tree Save Areas prior to commencing land-disturbing activities. The Owner reserves the right to remove any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.

3. Damaged Trees. If, during construction on the Property, it is determined by the Owner's certified arborist in consultation with the County Urban Forester that any healthy tree located within the boundaries of any of the Tree Conservation Areas and Tree Save Areas described in this Proffer IX.B has been damaged during construction and will not survive, then the Owner, in consultation with the County Urban Forester, shall remove each such tree and replace each such tree with two native, non-invasive deciduous trees measuring a minimum of 2½- to 3-inches dbh in caliper . The species and placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined by the Owner.
4. Uses Permitted In Tree Conservation Areas: The following uses are permitted in areas depicted as Tree Conservation Areas and Tree Save Areas, but outside of the CRZ for each specimen tree, on the CDP: bridges, driveway crossings and maintenance access roads, pump stations, utilities, and utility rights-of-way, stormwater management facilities, and lakes and ponds.
5. HOA Responsibilities Following Construction. The HOA Documents required pursuant to Proffer II.A shall include a provision that prohibits removal of trees in Tree Conservation Areas by the HOA established pursuant to Proffer II.A without specific permission of the County Urban Forester except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The HOA Documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the HOA without written approval from the County. The HOA Documents shall

include a plat or other drawing clearly depicting the locations and approximate boundaries of the Tree Conservation Areas and Tree Save Areas and shall contain a note stating that the removal of trees within a Tree Conservation Area or Tree Save Area is prohibited, except in accordance with the HOA's bylaws, rules, or Covenants, as appropriate and written approval from the County.

- C. Stormwater Management. At the time of the applicable CPAP for development of each section of the Property, the Owner shall, subject to applicable regulations, use BMPs as published in the latest edition of the Virginia Stormwater Management Handbook, or other such applicable state regulations, and the adopted FSM to the extent consistent with applicable state regulations, as may be currently in effect on the date of submission of the said CPAPs for development of the particular section of the Property. The Owner shall also implement at least two Low Impact Development ("LID") design measures deemed likely to be effective where proposed on the Property, such as, but not limited to, grassed swales, wet ponds, vegetative filter strips, bioretention facilities, and incorporation of additional pollution treatments, to enhance water quality at the Property. Such LID measures, if applicable, will be designed and implemented in accordance with the adopted provisions of the FSM, unless modified or waived by the County. Said BMPs and LIDs shall be depicted on the applicable CPAPs for development of the Property.
- D. Street Lighting. In an effort to minimize nighttime light pollution from the Property, all street light fixtures shall be full cutoff and fully shielded, and shall be directed inward and downward, and designed to prevent glare on adjacent properties and roadways. Nothing contained in this Proffer IX.D shall preclude the up-lighting, accent lighting, or backlighting of signage, entrance features, and related landscaping provided such lighting does not result in traffic safety hazards.
- E. Soils. The Owner shall identify, on all plats and plans submitted for development of the Property, all lots containing Class III and Class IV soils.
- F. Open Space Preservation. The Owner shall, prior to the approval of the first zoning permit for a residential unit on the Property, provide a one-time cash contribution in the amount of \$331,436.00 to be used for open space and recreation needs, as determined by the County.
- G. Noise Contour Disclosure. The Owner shall comply with all noise contour disclosure requirements for any lots located within areas outside of, but within one (1) mile of the Ldn 60 aircraft noise contour of the Washington Dulles International Airport pursuant to § 4-1400 et seq. of the Zoning Ordinance.

X. LOTS ADJACENT TO RIVERSIDE PARKWAY/LEXINGTON DRIVE

Concurrently with submission of the first record plat, CPAP, or first site plan application for the Property, whichever is first in time, the Owner shall submit a noise impact study to the County that will determine the need for any additional buffering and/or noise attenuation measures for the portion of the Property fronting along Riverside Parkway/Lexington Drive. This noise impact study shall be conducted by a certified professional engineer and submitted to the County. The traffic volumes assumed in the study will be based on traffic volumes for Riverside Parkway/Lexington Drive at a time that is ten to twenty (10-20) years from the year the first record plat or first site plan application for the Property, whichever is first in time, is submitted based on the most recent and applicable forecast available from the Department of Transportation and Capital Infrastructure, the ultimate road configuration as defined in the Revised Countywide Transportation Plan, and the ultimate design speed. The noise study will be prepared using the Federal Highway Administration's Traffic Noise Prediction Model. Noise impacts shall be deemed to occur if interior noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing noise levels) or approach (one decibel less than), meet, or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan. For all uses deemed to be subject to such noise impacts, the Owner shall provide noise attenuation measures along Riverside Parkway/Lexington Drive, as identified in the noise impact study and sufficient to mitigate the anticipated noise impacts prior to the approval of occupancy permits for any impacted structures. Such noise attenuation measures shall result in interior noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and shall result in a noise reduction of at least 5 decibels. Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation). Structural noise attenuation measures (e.g., noise walls) shall be used only if adequate interior noise attenuation cannot otherwise be achieved.

XI. FIRE & RESCUE CONTRIBUTION

The Owner shall, prior to the approval of the zoning permit for each residential dwelling unit on the Property, make a one-time contribution of \$120.00 per unit to the County for distribution by the County to the volunteer fire and rescue companies providing service to the Property. The amount of the contribution shall be adjusted on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index, for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted), as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). Contributions pursuant to this paragraph shall be divided equally between the fire and rescue companies providing service to the Property. Notwithstanding the foregoing, if at the time of the application for a zoning permit, the primary servicing fire and rescue company does not utilize, to any significant extent, either volunteer staff or apparatus owned by a volunteer organization, then no contribution will be provided by the Owner. The intent of this provision is to support volunteer fire and rescue staffing and

operations so long as any significant element of the primary provider of fire and rescue services to the Property is volunteer owned or operated. If only one of these services has ceased to utilize volunteer staff and apparatus, then the contribution shall be halved and shall be provided to the remaining company.

XII. POTOMAC FARMS UTILITIES

- A. Potomac Farms Sewer Line. As depicted on Sheet 7 of the CDP, the Owner shall, at no cost to the County or Loudoun Water, construct one sewer line, with a minimum diameter of eight inches (8"), along the eastern boundary of the Property to facilitate future sewer connections to the respective lines by owners of adjacent residential lots in the Potomac Farms subdivision. Said sewer line shall be constructed prior to the approval of the zoning permit for the 200th residential dwelling unit on the Property. Completion of this Proffer XII shall satisfy the conditions associated with Proffer 13 accepted by the County in conjunction with the approval of ZMAP 86-33.
- B. Potomac Farms Utility Improvement Fund. Prior to the approval of the zoning permit for each residential dwelling unit on the Property, the Owner shall make a contribution to the County in the amount of \$16,667.00 ("Potomac Farms Utility Improvement Fund"), which may result in a total cash contribution of up to \$4,000,000.00. The Potomac Farms Utility Improvement Fund shall be designated at the County's discretion for any public central water supply and central sanitary sewer system improvement in the Potomac Farms community, inclusive of individual hook-up/tap fees to such utility improvement(s).

XIII. ADDITIONAL SCHOOL CONTRIBUTION

The Owner shall, prior to the approval of the zoning permit for the first residential dwelling unit on the Property, make: (a) a one-time contribution of \$200,000.00 to the Steuart W. Weller Elementary School Parent Teacher Organization; (b) a one-time contribution of \$300,000.00 to the Belmont Ridge Middle School Parent Teacher Organization; and (c) a one-time contribution of \$500,000.00 to the Broad Run High School Parent, Teacher, Student Organization, to be used at the discretion of each entity for classroom and technology resource materials, school enrichment and beautification projects, athletic and playground enhancements, and other related improvements.

XIV. MISCELLANEOUS

- A. Escalation Clause. Except for the fire and rescue contributions which are subject to a separate annual adjustment provision as specified in Proffer XI above, all other monetary contributions set forth in these Proffers shall be adjusted on a yearly basis from the base month of January 2014 and change effective each January 1 thereafter, based on changes in the CPI, as defined in Proffer XI above.

- B. Construction. The improvements and commitments described in these Proffers shall be constructed concurrently with the adjacent development unless otherwise specified. Should construction and/or installation of any of the improvements described herein be determined by the Zoning Administrator to have been delayed due to circumstances beyond the Owner's control, later dates for compliance may be permitted as determined appropriate by the Zoning Administrator.
- C. Successors and Assigns. These Proffers will bind and inure to the benefit of the Owner and its successors and assigns.

The undersigned hereby warrant that all Owners with any legal interest in the Property have signed these Proffers, that no signature from any additional party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

[SIGNATURE PAGES FOLLOW]

TITLE OWNER OF

Loudoun County PIN ##056-18-4210 (Tax Map #/62/G/3////4/),
056-18-3423 (Tax Map #/62/G/3////5/), 056-18-2035 (Tax Map
#/62/G/3////3/), 056-18-0246 (Tax Map #/62/G/3////2/), 056-18-
5313 (Tax Map #/62/G/3////1A), and 056-18-4234 (Tax Map
#/62/G/3////1B)

MELADON PARK, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____

The foregoing Proffer Statement was acknowledged before me this ____ day of
_____, 2014, by _____, as _____
of _____.

Notary Public

My Commission Expires: _____
Notary Registration # _____

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF

PIN ##056-18-4472 (Tax Map #/62/G/3////D/), 056-28-2536 (Tax Map #/62/G/3////C/), and 056-18-7581 (Tax Map #/62/G/3////E/)

LEXINGTON 7 OFFICE PARK OWNERS ASSOCIATION, INC., a Virginia non-stock corporation

By: _____
Name: _____
Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____

The foregoing Proffer Statement was acknowledged before me this ____ day of _____, 2014, by _____, as _____ of _____.

Notary Public

My Commission Expires: _____

Notary Registration # _____

[SIGNATURES END]

PROFFER STATEMENT

LEXINGTON 7—PD-RDP PORTION

ZMAP 2013-0024

October 4, 2013

November 19, 2013

December 18, 2013

February 18, 2014

March 24, 2014

Meladon Park, LLC (the "Owner"), the owner of the property identified as the portions of Loudoun County PIN ##056-18-4210 (Tax Map #/62/G/3////4/), 056-18-2035 (Tax Map #/62/G/3////3/), and 056-18-0246 (Tax Map #/62/G/3////2/) comprising "Parcel X" as shown on the Concept Development Plan identified in Proffer I.A. below (jointly, the "Property") on behalf of itself and its successors in interest, hereby voluntarily proffers, pursuant to Va. Code Ann. § 15.2-2303 and § 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance"), that in the event the Property (i.e., "Parcel X") is rezoned by the Loudoun County Board of Supervisors (the "County") from the Planned Development-Office Park ("PD-OP") zoning district to the Planned Development-Research Development Park ("PD-RDP") zoning district under the Zoning Ordinance as shown on the Concept Development Plan identified in Proffer I.A. below, the development of the Property will be in substantial conformance with the following conditions ("Proffers"). These Proffers replace and supersede any previous proffers approved and applicable to the Property, including the proffers of ZMAP 86-33 Potomac Farms Business Park.

I. CONCEPT DEVELOPMENT PLAN & DEVELOPMENT SCOPE

- A. Concept Development Plan. The development of the Property shall be in substantial conformance with Sheets 1 and 6 (together comprising and herein referred to as the "Concept Development Plan" (the "CDP")) of the plan set titled "Lexington 7 Zoning Map Amendment," dated December 27, 2012, revised through March 24, 2014, prepared by Paciulli, Simmons & Associates (the "Plans"). Minor adjustments to the locations of the proposed uses, facilities, and improvements shown on the CDP shall be permitted as reasonably necessary to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, other final engineering considerations, and to accommodate the recommendations of archaeological studies, provided that any such minor adjustments shall be in accordance with Section 6-1209 of the Zoning Ordinance.
- B. Development Scope. The development of the Property may include an existing unimproved private driveway to provide the owner of Selden Island, located in Montgomery County, Maryland, access to Selden Island from Riverside

Parkway/Lexington Drive. The Owner, at its own discretion and expense, may make improvements to the private driveway as shown on the CDP or described in these Proffers.

II. HHMI BOUNDARY LINE ADJUSTMENT

The Owner shall grant and convey to Howard Hughes Medical Institute ("HHMI") the approximately 0.62 acres of land depicted as "Parcel X" on the CDP and comprising the entirety of the Property subject to this ZMAP 2013 0024. The Owner shall prepare and submit at its sole cost a draft Boundary Line Adjustment ("BLA") deed and plat effectuating said conveyance for review and approval to Loudoun County, and recordation of the BLA deed and plat shall occur prior to approval of any Construction Plans and Profiles or site plan for any portion of Owner's property described in the proffers for ZMAP 2012-0022

III. MISCELLANEOUS

- A. Successors and Assigns. These Proffers will bind and inure to the benefit of the Owner and its successors and assigns.

The undersigned hereby warrants that all Owners with any legal interest in the Property have signed these Proffers, that no signature from any additional party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

[SIGNATURE PAGE FOLLOWS]

TITLE OWNER OF

Loudoun County PIN #####056-18-4210 (Tax Map #/62/G/3////4/),
056-18-2035 (Tax Map #/62/G/3////3/), and 056-18-0246 (Tax
Map #/62/G/3////2/)

MELADON PARK, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____

The foregoing Proffer Statement was acknowledged before me this ____ day of
_____, 2014, by _____, as _____
of _____.

Notary Public

My Commission Expires: _____

[SIGNATURES END]